



THE UNITED STATES
CORPORATION
CORP.

N41997

ACCOUNT NO. : 072100000032

REFERENCE : 202805 4329325

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pyatt

100002039551--2

ORDER DATE : December 27, 1996

ORDER TIME : 9:12 AM

ORDER NO. : 202805-005

CUSTOMER NO: 4329325

CUSTOMER: Robert G. Shaffer, II, Esq
Brant Moore Macdonald & Wells,
P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC FILINGS

NAME: FRIENDS OF NORTH FLORIDA
ENVIRONMENT, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
95 DEC 27 PM 12:19
95 DEC 27 AM 10:10
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA
12/27/96
Deborah Schroder
CC

FILED

ARTICLES OF DISSOLUTION

95 DEC 27 PM 12:19

These Articles of Dissolution are filed pursuant to Section 617.1403, Florida Statutes, 1995, to reflect a dissolution of FRIENDS OF NORTH FLORIDA ENVIRONMENT, INC., and in connection therewith, the undersigned officer, acting upon authority of the Board of Trustees of FRIENDS OF NORTH FLORIDA ENVIRONMENT, INC., hereby sets forth as follows:

1. The name of this corporation is FRIENDS OF NORTH FLORIDA ENVIRONMENT, INC.

2. The members of FRIENDS OF NORTH FLORIDA ENVIRONMENT, INC. are not entitled to vote on dissolution.

3. There are currently three (3) members of the Board of Trustees of FRIENDS OF NORTH FLORIDA ENVIRONMENT, INC.

4. By unanimous vote of the three (3) members of the Board of Trustees of FRIENDS OF NORTH FLORIDA ENVIRONMENT, INC., a resolution dated as of December 10, 1996 was passed authorizing the execution of these Articles of Dissolution and the formal Dissolution of FRIENDS OF NORTH FLORIDA ENVIRONMENT, INC. by December 31, 1996.

5. In accordance with Section 617.1403, Florida Statutes, 1995, upon the filing of these Articles of Dissolution by the Department of State, FRIENDS OF NORTH FLORIDA ENVIRONMENT, INC. shall be deemed to be dissolved effective as of the date of the Articles of Dissolution.

DATED as of the 10th day of December, 1996.

FRIENDS OF NORTH FLORIDA ENVIRONMENT,
INC.

Carol B. Hertle
By: Carol B. Hertle
Its: Trustee/Treasurer

05093.1

STATE OF FLORIDA
COUNTY OF DUVAL

On this 24th day of December, 1996, I attest that the preceding or attached document is a true, exact, complete and unaltered photocopy made by me of the (i) Plan of Distribution of Assets, and (ii) Unanimous Consent to Action Without a Meeting of the Board of Trustees of FRIENDS OF NORTH FLORIDA ENVIRONMENT, INC., presented to me by the document's custodian, Thomas M. Reiter, and, to the best of my knowledge, that the photocopied document is neither a public record nor a publicly recordable document, certified copies of which are available from an official source other than a notary public.



Notary Public
State of Florida at Large
Commission No: _____
My Commission expires: _____

05695-1



THOMAS M REITER
My Commission OC843086
Expires Mar. 31, 2000

05695-1

PLAN OF DISTRIBUTION OF ASSETS

THIS PLAN OF DISTRIBUTION OF ASSETS made as of the 10th day of December, 1996 by FRIENDS OF NORTH FLORIDA ENVIRONMENT, INC., a Florida corporation (the "Corporation").

W I T N E S S E T H:

WHEREAS, the Board of Trustees (the "Board") and the officers of the Corporation (the "Officers") deem it to be in the best interest of the Corporation that the Corporation cease operations and dissolve in accordance with Florida law; and

WHEREAS, the Board and Officers of the Corporation deem it to be in the Corporation's best interest to terminate pursuant to Section 507(a) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW THEREFORE, in accordance with Section 617.1406(3) Florida Statutes 1995, the Board and Officers hereby set forth the following plan:

1. Section 617.1406(3)(a). Section 617.1406(3)(a) Florida Statutes, 1995 provides "All liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefore". There are no liabilities and obligations of the Corporation.

2. Section 617.1406(3)(b). Section 617.1406(3)(b) Florida Statutes, 1995 provides "Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements." There are no assets

held by the Corporation subject to any condition triggered by dissolution requiring return, transfer, or conveyance.

3. Section 617.1406(3)(c). Section 617.1406(3)(c) Florida Statutes, 1995 provides "Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets". There are no assets that were received and held by the Corporation subject to limitations as to their use.

4. Section 617.1406(3)(d). Section 617.1406(3)(d) Florida Statutes, 1995 provides "Other assets, if any, be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others". There are no provisions in the Articles or Bylaws of the Corporation mandating distributions to members or any class or classes of members.

5. Section 617.1406(3)(e). Section 617.1406(3)(e) Florida Statutes, 1995 provides "Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign

corporations, whether for profit or not for profit, as specified in the plan of distribution of assets." All remaining assets of the Corporation, if any, will be distributed in accordance with the Articles of Incorporation of the Corporation to a non-profit fund, foundation or corporation which is organized and operated exclusively for religious, educational, or charitable purposes.


6. Effective Date. The effective date of this Plan shall be December 10, 1996.

IN WITNESS WHEREOF, the undersigned parties have executed this Plan of Distribution of Assets the day and year first above written

FRIENDS OF NORTH FLORIDA ENVIRONMENT,
INC.


By: Elizabeth R. Lovett
Its: President/Secretary/Trustee


By: Carol B. Hertle
Its: Treasurer/Trustee


By: Anne L. Jennings
Its: Trustee

UNANIMOUS CONSENT TO ACTION WITHOUT A MEETING
OF THE BOARD OF TRUSTEES OF
FRIENDS OF NORTH FLORIDA ENVIRONMENT, INC.

The undersigned, being all of the Trustees of FRIENDS OF NORTH FLORIDA ENVIRONMENT, INC. (the "Corporation"), finding it inconvenient to assemble in formal meeting, hereby waive prior notice of the actions described herein and consent thereto, pursuant to the provisions of Section 617.0821 of the Florida Statutes:

RESOLVED, that in the judgment of the Board of Trustees of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be dissolved.

RESOLVED, that a plan of distribution of assets be, and it hereby is, formulated to effect such distribution of assets and dissolution with the following resolution.

RESOLVED, that the Corporation shall distribute all of its assets to pay and discharge all liabilities and obligations of the Corporation, in accordance with a plan of distribution of assets.

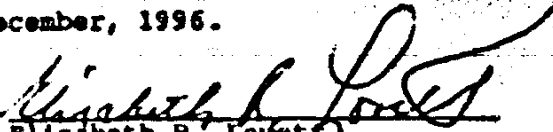
RESOLVED, that Carol B. Hertle, as Treasurer of the Corporation, is hereby authorized and directed to execute such agreements and to take such other actions as may be necessary to effectuate the purposes of the foregoing resolution.

RESOLVED, that a plan of distribution of assets, a copy of which is attached hereto as Exhibit "A", is hereby ratified and approved to effect such distribution of assets and dissolution in accordance with this resolution.

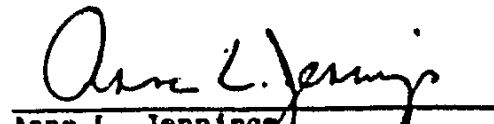
RESOLVED, that the appropriate Articles of Dissolution as prescribed by Section 617.1403 Florida Statutes, 1995, be timely filed with the Department of State, State of Florida.

BE IT FURTHER RESOLVED, that all actions be taken in accordance with this resolution shall be completed no later than December 31, 1996.

DATED as of the 10th day of December, 1996.


Elizabeth R. Lovett


Carol B. Hertle


Anne L. Jennings